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SECRETARY OF STATE
STATE OF IDAHO

ARTICLES OF INCORPORATION

OF

P.D. Espresso, Inc.

The undersigned, acting as incorporators of a corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation.

FIRST

The name of the corporation is P.D. Espresso, Inc., and its existence shall be perpetual.

SECOND

The corporation is formed and organized to engage in the sale of espresso and coffee business and to engage in any and all lawful business for which corporations may be incorporated under the Idaho Corporation Act and as the board of directors may from time to time determine.

THIRD

The aggregate number of shares which the corporation has the authority to issue is One Thousand (1,000) shares of common stock, all of one class, at a par value of \$1.00 each.

The corporate stock of this corporation shall be non-assessable; and the private property of the shareholders and each of them, of this corporation shall not be subject to assessment or be liable for the debts, obligations or liabilities of the corporation.

FOURTH

The number of directors of the corporation shall be as specified in the bylaws, and such number may from time to time be increased or decreased in such manner as may be prescribed in the bylaws, provided the number of directors of the corporation shall not be fewer than the number required by law. The initial board of directors shall number two (2). In case of any increase in the number of directors, the additional directors may be elected by the directors then in office, and the directors so elected shall hold office until the next annual meeting of the stockholders and until their successors are elected and qualified.

ARTICLES OF INCORPORATION

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A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

Stockholders of the corporation shall have preemptive and preferential rights of subscription to any shares of stock of the corporation, whether now or hereafter authorized, or to any obligation of the corporation convertible into stock.

The initial bylaws shall be adopted by the board of directors. The power to alter, amend or repeal the bylaws or adopt new bylaws, subject to repeal or change by action of the shareholders, shall be vested in the board of directors. Such power may be exercised by a majority vote of the board of directors at any annual or special meeting of directors called for that purpose.

The articles of incorporation of this corporation may be amended by a majority vote at any annual or special meeting of stockholders, either upon consideration of a resolution for amendment adopted by the adopted by the holders of not less than ten percent (10%) of all the shares entitled to vote at such meeting.

FIFTH

The location and post office address of the initial registered office of the corporation is 112 19th Ave. South, Nampa, Id 83651, and the name of the initial registered agent of the corporation who may be found at that address is: Jack Prater.

SIXTH

The names and post office address of the initial directors of the corporation, appointed by the incorporators to serve until the first election of directors, are as follows

<u>Name</u>	<u>Address</u>
Jack Prater	112 19th Ave. South Nampa, Idaho 83651
Gary Douthit	6030 Francis Place Boise, Idaho 83714

SEVENTH

The name and post office address of the incorporator is as follows:

Jack Prater

112 19th Ave. South
Nampa, Idaho 83651

Gary Douthit

6030 Francis Place
Boise, Idaho 83714

IN WITNESS WHEREOF, I have hereunto set my hand this twentieth day of November, 1997.

Jack L. Prater
Gary Douthit

Not Clark